

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1437**

**NOTICE OF REVISED ASSET PURCHASE AGREEMENT**

**PLEASE TAKE NOTICE** that December 27, 2024, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the *Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1437) (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached as Exhibit B to the Motion was a proposed form of order granting the relief requested therein (the “**Proposed Sale Order**”). Attached as Exhibit 1 to the Proposed Sale Order was an asset purchase agreement between the Debtors and Gordon Brothers Retail Partners, LLC (the “**APA**”).

**PLEASE TAKE FURTHER NOTICE** that on December 30, 2024, the Debtors filed the *Notice of Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1479).

**PLEASE TAKE FURTHER NOTICE** that the Debtors have revised the APA to incorporate comments from certain parties in interest (the “**Revised APA**”). The Revised APA is attached as Exhibit A hereto. For the convenience of the Court and all parties in interest, a redline comparing the Revised APA to the APA is attached as Exhibit B hereto.

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Dated: January 2, 2025  
Wilmington, Delaware

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